WC 66-93

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# Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of	Joseph glavno filozof grani z n. je grani zamin Zama Hara Bana Maria Zama Bana Zama Bana Maria Maria Zama Bana
Mid-Maine Communications, Inc., Mid-Maine Telecom, Inc., and Mid-Maine Telplus,  *Transferors,*	APR 2 0 2006  Federal Communications Commission Office of Secretary
and	) File No.
Otelco Inc.	) )
Transferee.	) ) )

For Consent to Transfer Control pursuant to Section 214 of the Communications Act of 1934, as amended

### JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES

Mid-Maine Communications, Inc. ("Communications"), Mid-Maine Telecom, Inc. ("Telecom") and Mid-Maine Telplus dba Mid-Maine Long Distance ("Telplus") (collectively, "Transferors" or the "Mid-Maine Companies"), and Otelco Inc. ("Otelco" or "Transferee") hereby request authorization for the transfer of control of Communications, the parent company of Telecom and Telplus to Otelco. Applicants seek streamlined processing of this request pursuant to sections 63.04 and 63.24 of the Commission's Rules. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

#### **Background**

Applicant Telecom is a rural local exchange carrier ("LEC") providing local exchange and exchange access service to approximately 6,162 access lines in rural portions of Maine. Telecom's sister corporation, Telplus, provides interstate long distance services to residents of Telecom's service area, as well as global international resale services pursuant to Commission authorization under File No. ITC-214-19962201-00549.

Applicant Otelco is a publicly-held Delaware corporation, and the indirect parent of five LECs serving rural areas of Alabama and Missouri; Otelco is also the indirect parent of an interexchange carrier ("IXC") affiliate serving customers throughout the LEC service areas. Together, these LECs operate approximately 32,577 access lines. As part of the proposed transaction, Otelco proposes a merger with Communications whereby Telecom and Telplus would become wholly-owned indirect subsidiaries of Otelco.

After the contemplated transaction, Telecom and Telplus will continue to exist and operate in its same service territory, under the same trade name, providing service pursuant to existing rates, terms and conditions. The proposed transactions will, accordingly, be transparent to consumers.

The proposed transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(iii) of the Commission's Rules because it would result in the Otelco IXC subsidiaries having a market share in the interstate, interexchange market of less than 10%; the Otelco rural LEC subsidiaries having, in combination, fewer than two (2) percent of the

Otelco owns 100% of (i) Otelco Telephone LLC, a LEC serving Oneonta, Alabama and environs; (ii) Otelco Telecommunications LLC, the IXC affiliate; (iii) through its ownership of Page & Kiser Communications, Inc., Blountsville Telephone Company, Inc., a LEC serving Blounstville, Alabama and environs; (iv) through its ownership of Brindlee Holdings LLC, Brindlee Mountain Telephone Company, a LEC serving Arab, Alabama and environs; (v) through its ownership of Hopper Holding Company, Inc., Hopper Telecommunications Company, Inc., a LEC serving Walnut Grove, Alabama and environs; and (vi) through its ownership of Mid-Missouri Holding Corp, Mid-Missouri Telephone Company, a LEC serving Pilot Grove, Missouri and environs.

subscriber lines installed in the aggregate nationwide; and the transaction would result in no new overlapping or adjacent service areas.

### **Transfer of Control of International Section 214 Authorization**

Applicant Telplus resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19962201-00549. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

### (1) Name, address and telephone number of each applicant:

#### Transferors:

Mid-Maine Communications, Inc.
Mid-Maine Telplus dba Mid-Maine Long Distance
900D Hammond Street
Bangor, ME 04401
Telephone: 207-992-9911

### Transferee:

Otelco Inc. 505 Third Avenue East Oneonta, AL 35121 Telephone: 205-625-3574

### (2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Communications and Otelco are corporations organized under the laws of the state of Delaware. Telecom and Telplus are corporations organized under the laws of the state of Maine.

## (3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

For each of Communications, Telecom and Telplus:

Gary Sugarman Chairman and President 900D Hammond Street Bangor, ME 04401 Tel. 207-992-9911 Fax: 207-992-9994

For Otelco:

Michael D. Weaver Chairman, President and CEO 505 Third Avenue East Oneonta, AL 35121 Tel. 205-625-3596 Fax 205-625-3528

With copies for each applicant to:

Sylvia Lesse Communications Advisory Counsel, LLC 2154 Wisconsin Avenue, NW Washington, DC 20007 Tel. 202-333-5273 Fax 202-333-5274

### (4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

Applicant Otelco owns 100% of the interest in Otelco Telecommunications LLC. Otelco Telecommunications LLC holds global switched resale authority under Section 214 pursuant to a grant under File No. ITC-214-19981211-00879. Other than the international authorization of Telplus which is the subject of this application, no other applicant has applied for or holds any Section 214 authorization.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

#### **Transferor:**

Mid-Maine TelPlus dba Mid-Maine Long Distance, a Maine corporation, is wholly owned by Mid-Maine Communications, Inc., a Delaware corporation. The 10% or greater direct owners of Mid-Maine Communications, Inc. are as follows:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Richfield Associates, Inc. 400 Andrews Street Suite 310 Rochester, NY 14604	32.94%	NY Corp	telecom
Alta Communications VII, LP 200 Clarendon St, 51 <sup>st</sup> Floor Boston, MA 02116	28.88%	DE LP	investment
Lewiston Daily Sun 104 Park Street Lewiston, ME 04240	16.70%	ME Corp	publishing

### Indirect Ownership: Richfield Associates, Inc.

Mr. Gary Sugarman, a US citizen, is the sole owner of Richfield Associates, Inc., and may be contacted at the company's address. Mr. Sugarman's principal business is telecommunications.

### Indirect Ownership: Alta Communications VII, LP

No limited partner of Alta Communications VII, LP holds a derivative 10% or greater interest in Mid-Maine Communications, Inc. The sole general partner of Alta Communications VII, LP is Alta Communications VII Managers, LLC, a Delaware limited liability company, 200 Clarendon St, 51<sup>st</sup> Floor, Boston, MA 02116. Alta Communications VII Managers, LLC holds a 1% equity interest in Alta Communications VII, LP. The Managing Members of Alta Communications VII Managers, LLC and their respective equity interests in Alta Communications VII Managers, LLC are:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Robert F. Benbow 53 Norman Way Tiburon, CA 94920	3.75% <sup>2</sup>	US	investment
Timothy L. Dibble 42 Nashoba Road Concord, MA 01743	25.625%	US	investment
Brian W. McNeill 40 Bristol Road Wellesley, MA 02481	25.625%	US	investment

### Indirect Ownership: Lewiston Daily Sun

Mr. James R. Costello, a US citizen, controls the Lewiston Daily Sun with a 50.1% ownership interest, and may be contacted at the company's address. In addition to the 16.70% ownership interest in Applicant Mid-Maine Communications, Inc. held by the Lewiston Daily Sun, Mr. Costello and his immediate family members together also hold an additional 16.70% equity interest in Applicant Mid-Maine Communications, Inc. Mr. Costello's principal business is publishing.

### Transferee:

Otelco Inc., a Delaware corporation, is a publicly-held corporation, trading on the American Stock Exchange under the symbol "OTT" and on the Toronto Stock Exchange under the symbol "OTT.un." No stockholder holds a 5% or greater interest in Otelco. Otelco's principal business is telecommunications, and may by contacted at 505 3<sup>rd</sup> Avenue East, Oneonta, AL 35121.

### (6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

Otelco certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

Mr. Benbow is also a representative of Benbow Investments, LP, which holds 16.042% of the equity of Alta Communications VII Managers, LLC, and the representative of The Benbow Living Trust, the owner of an additional 2.708% of the equity of Alta Communications VII Managers, LLC.

Otelco certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which Otelco or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Otelco, its affiliates and successor certify that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(11) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

#### (12) Qualification for streamlined processing.

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale which would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

### **Transfer of Control of Domestic Section 214 Authorizations**

Pursuant to Section 63.04(b) of the Commission's Rules, applicants submit information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the

### (1) Description of the transaction

Commission's Rules:

This application proposes the transfer of control of the domestic Section 214 authorizations of Telecom and Telplus to Otelco through a reverse triangular merger, wherein a single-purpose acquisition subsidiary is formed by Otelco for the purpose of merging with Mid-Maine Communications, Inc., which will be the survivor of the merger transaction. Specifically, Otelco has formed a Delaware corporate subsidiary, MM Merger Corp, which will merge with Mid-Maine Communications, Inc. in accordance with corporate law of the State of Delaware. Communications will be the surviving corporation, and the existence of MM Merger Corp. will, upon consummation and effectiveness of the proposed transaction, terminate, leaving Communications a wholly-owned subsidiary of Otelco. State authorization to conduct the proposed transaction will also be sought by Applicants.

After the proposed transaction, Telecom and Telplus will continue to operate in the same service territory, under the same trade name. The companies will continue to offer services pursuant to their current rates, terms and conditions. No carrier change charges are associated with the transaction, and no customer service or billing contact information will change as a result of the transfer. The transaction will not affect customers' preferred carrier freezes.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

### **Transferors:**

Telecom provides incumbent local exchange and exchange access services to approximately 6,162 access lines in the exchanges of Levant, Plymouth, Alton, Old Town Rural and West Enfield, Maine. A map of Telecom's service area is appended hereto as Attachment 1.

Telplus (doing business as Mid-Maine Communications) provides competitive local exchange and exchange access services ("CLEC" services) within the incumbent territory of dominant carrier Verizon in the cities of Portland, Lewiston, Augusta, Waterville, Bangor, and Ellsworth, Maine. Telplus also offers IXC services to its CLEC subscribers and the local service subscribers of Telecom. Communications offers dial-up internet services throughout the state of Maine, and high-speed DSL connectivity within the geographic area served by Telecom.

#### Transferee:

Otelco is the ultimate parent of five independent rural incumbent local exchange carriers operating in rural north central Alabama and central Missouri, as follows:

- Otelco Telephone LLC, operating approximately 8,177 lines in one exchange in Blount County, Alabama;
- Brindlee Mountain Telephone Company operating approximately 12,312 lines in three exchanges in Blount, Marshall, Morgan and Cullman counties, Alabama;
- ◆ Hopper Telecommunications Company, Inc., operating approximately 3,795 lines in two exchanges in Blount and Etowah counties, Alabama;
- Blountsville Telephone Company, Inc., operating approximately 3,927 lines in two exchanges in Blount County, Alabama; and
- Mid-Missouri Telephone Company, operating approximately 4,366 lines in twelve exchanges in Cooper, Moniteau, Morgan, Pettis and Saline counties, Missouri.

Each of these operating companies offers basic local exchange, exchange access, and vertical services, as well as DSL services to its customers. Each operating company also provides Internet access service.

Otelco wholly owns Otelco Telecommunications LLC, a reseller of interstate and international toll service. Otelco Telecommunications LLC offers its services to customers of the four Alabama rural local exchange carriers.

Mid-Missouri Telephone Company provides cable television services in the towns of Bunceton and Pilot Grove in Missouri. Otelco Telecommunications LLC provides cable television services in portions of Blount and Etowah counties in Alabama.

Otelco does not currently offer competitive telephone exchanges services or competitive exchange access service.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment

The instant Application is entitled to streamlined processing under Section 63.03(b))(2) (iii) of the Commission's Rules because (a) applicant local exchange carriers collectively serve fewer than two (2) percent of the nation's subscriber lines; to the extent competitive local exchange service is offered, it is offered within the service territory of a dominant local exchange telephone company that it not a party to the proposed transaction; and there are no new overlapping or adjacent service areas among applications arising as a result of the

proposed transactions;<sup>3</sup> and (b) the proposed transfer would result in Otelco subsidiaries having a market share in the interstate, interexchange market of less than 10 percent.

Collectively, Otelco's operating incumbent telephone companies, all of which are rural ILECs, as these are defined in Section 64.1902 of the Commission's Rules, serve far fewer than two percent of subscriber lines installed in the aggregate nationwide, and have no overlapping service areas. Altogether, the Applicants' telephone company subsidiaries serve approximately 38,700 access lines in rural portions of north central Alabama, central Missouri, and central Maine. This comprises a minute fraction of the 180,000,000 access lines in the nation. *See* Federal Communications Commission: Trends in Telephone Service, April 2005 (Table 8.1, End-User Switched Access Lines as of June, 2004).

Further, Applicants' relevant service territories neither overlap nor are adjacent. The relevant territories to be compared are those of Mid-Maine Telecom, Inc. and the current Otelco affiliates located in Alabama and Missouri. The affiliations among the Alabama LECs remain unchanged as a result of the proposed transaction. The service territories of the current Otelco affiliates and Mid-Maine Telecom, Inc. do not overlap and are not adjacent.

No party is affiliated with a facilities-based domestic toll carrier. All domestic toll services are offered through the resale of the services of unaffiliated, facilities-based exchange carriers. Otelco and Telplus combined serve fewer than one percent (1.0%) of the interstate, interexchange market.

The proposed transaction will have no adverse effect on competition. The Applicants' subsidiaries' markets are individually and collectively so small that the proposed transaction will have no perceptible effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

### (4) Identification of all other Commission applications related to the same transaction

Because there are no wireless interests involved in the proposed transaction, no applications other than the instant joint application seeking authorization to transfer control of domestic and international 214 authority will be filed with the Commission.

### (5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

### (6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

Telecom's ILEC exchanges of West Enfield, Lavant and Alton abut the corporate limits of Bangor, Maine, where Telplus offers CLEC services.

(7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed ownership structure and investment participation will enable the continued provision of high-quality communications services to Mid-Maine subscribers. In addition, economic and strategic efficiencies will result from the transaction, benefiting the current subscribers of both Mid-Maine and Otelco companies.

### Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission grant the requested on a streamlined basis.

Respectfully submitted,

Mid-Maine Communications, Inc. Mid-Maine Telecom, Inc. Mid-Maine Telplus

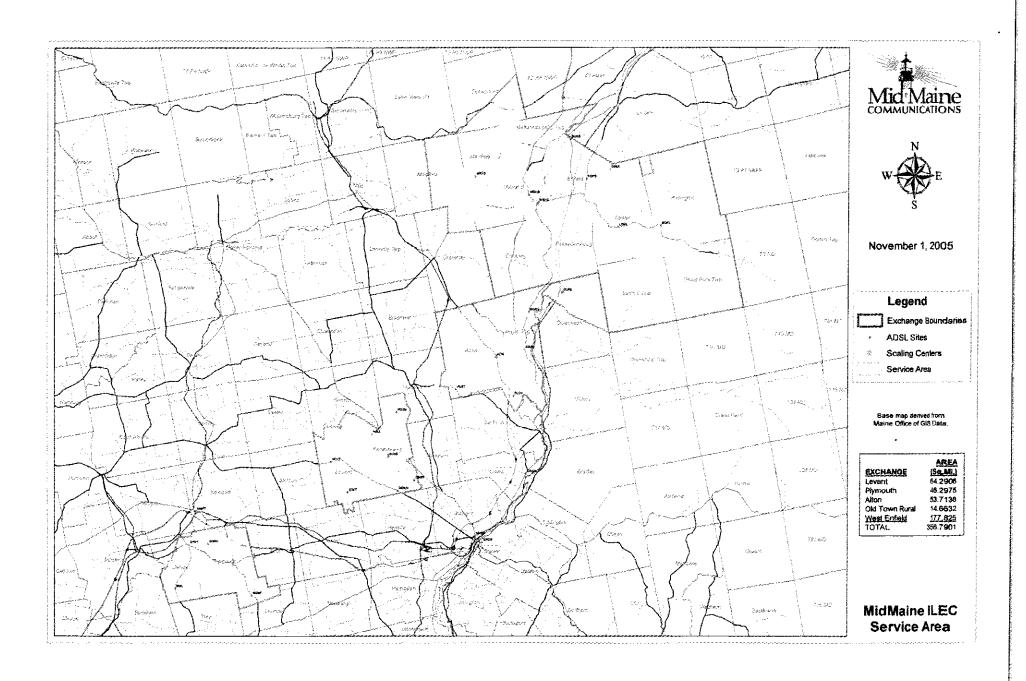
Otelco Inc.

Ву

Their Counsel

Communications Advisory Counsel, LLC 2154 Wisconsin Avenue, NW Washington, DC 20007 (202) 333-5273

Date: April 20, 2006



#### **DECLARATION OF GARY SUGARMAN**

I, Gary Sugarman, Chairman and President of Mid-Maine Communications, Inc., the parent company of Mid-Maine Telcom, Inc. and Mid-Maine Telplus, Inc., do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein regarding the Mid-Maine companies is true and accurate to the best of my knowledge, information, and belief.

Date

Gary Nugarman

Chairman and President

Mid-Maine Communications, Inc.

### DECLARATION OF CURTIS L. GARNER, JR.

I, Curtis L. Garner, Jr., Chief Financial Officer of Otelco Inc., do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES," and the information contained therein regarding Otelco is true and accurate to the best of my knowledge, information, and belief.

Date 4-19-06

Curtis L. Garner, Jr.
Chief Financial Officer

Otelco Inc.

### CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 20th day of April, 2006, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF DOMESTIC AND INTERNATION AUTHORIZATIONS PURSUANT TO THE COMMISSION'S STREAMLINED PROCESSING RULES" to the following:

The Hon. John Baldacci Office of the Governor #1 State House Station August, ME 04333-0001

US Department of Defense Assistant Secretary of Defense for C31 100 Defense Pentagon, Room 3E712 Washington, DC 20301-1000

US Department of State EB/CIP/SCA Room 4826 2001 C Street, NW Washington, DC 20520

\*Tracey Wilson-Parker Wireline Competition Bureau Federal Communications Commission 445 12<sup>th</sup> Street SW Washington, DC 20554

\*George Li
\*Joann Ekblad
International Bureau
Federal Communications Commission
445 12<sup>th</sup> Street, SW
Washington, DC 20554

\*Via e-mail

Sylvia Lesse

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

### FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMS 3060-0589 Page 1 0.4

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Approved by OMB

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